

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT, LLC, ET AL., ¹	§	
	§	BANKRUPTCY No. 21-51523-MMP
	§	LEAD CASE
DEBTORS.	§	JOINTLY ADMINISTERED

IN RE:	§	
	§	
DEEPROOT FUNDS, LLC	§	BANKRUPTCY No. 21-51521
	§	
DEBTOR.	§	JOINTLY ADMINISTERED

**CERTIFICATE OF SERVICE OF
TRUSTEE'S NOTICE OF SALE OF PROPERTY OF THE ESTATE OF DEEPROOT FUNDS, LLC
WITH ITS EXHIBIT A SALE PROCEDURES**

I hereby certify that true and correct copies of the attached *Trustees' Notice of Sale of the Property of The Estate of deeproot Funds, LLC* with its attached *Exhibit A Sale Procedures* was served via US First Class Mail on the 14th day of September, 2022, to the parties on the attached service list.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

¹ The Debtors in these chapter 7 cases, along with the last four digits of each Debtor's federal tax identification number, are: Policy Services, Inc. (2864), Wizard Mode Media, LLC (3205), deeproot Pinball LLC (0320), deeproot Growth Runs Deep Fund, LLC (8046), deeproot 575 Fund, LLC (9404), deeproot 3 Year Bonus Income Debenture Fund, LLC (7731), deeproot Bonus Growth 5 Year Debenture Fund, LLC (9661), deeproot Tech LLC (9043), deeproot Funds LLC (9404), deeproot Studios LLC (6283), and deeproot Capital Management, LLC (2638).

Respectfully submitted,

PULMAN, CAPPUCCIO & PULLEN, LLP
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By: /s/ *Randall A. Pulman*

Randall A. Pulman

Texas State Bar No. 16393250

rpulman@pulmanlaw.com

**ATTORNEYS FOR JOHN PATRICK LOWE,
CHAPTER 7 TRUSTEE**

ATTACHMENT

*Trustees' Notice of Sale of
Property of The Estate of deeproot Funds, LLC
with its Exhibit A "Sale Procedures"*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
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DEEPROOT CAPITAL MANAGEMENT, LLC, ET AL., ¹	§	BANKRUPTCY No. 21-51523-MMP
	§	LEAD CASE
DEBTORS.	§	JOINTLY ADMINISTERED

IN RE:	§	
	§	
DEEPROOT FUNDS, LLC	§	BANKRUPTCY No. 21-51521
	§	
DEBTOR.	§	JOINTLY ADMINISTERED

TRUSTEE’S NOTICE OF SALE OF THE PROPERTY OF THE ESTATE OF DEEPROOT FUNDS, LLC

**PLEASE READ THIS NOTICE CAREFULLY AS YOUR
RIGHTS MAY BE AFFECTED AS SET FORTH HEREIN.**

On December 9, 2021 (the “**Petition Date**”), the Debtors filed their respective voluntary petitions under Chapter 7 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “**Bankruptcy Code**”). The Court approved joint administration of Debtors listed in the captioned footnote on December 20, 2021. On December 21, 2021, John Patrick Lowe was appointed Chapter 7 Trustee (the “**Trustee**”) of the estates of the Jointly Administered Debtors.

On September 8, 2022, Trustee filed *Trustee’s Motion to Approve (A) Sale of Property of the Estate of deeproot Funds, LLC, (B) Sale Procedures in Connection with the Sale of Property of the Estate of deeproot Funds, LLC, and (c) the Form of Notice for the Sale of Property of the Estate of deeproot Funds, LLC* (the “**Sale Procedures Motion**”) seeking approval of certain procedures for the sale of and taking bids (the “**Sale Process**”) on property of the Estate of deeproot Funds, LLC. Through this Sale Process, Trustee seeks the highest and best offer(s) for the sale (the

¹ The administratively consolidated chapter 7 cases, along with their respective case numbers and the last four digits of each Debtor's federal tax identification number, are: In Re: Policy Services, Inc. 21-51513 (2864), In Re: Wizard Mode Media, LLC, 21-51514 (3205), In Re: deeproot Pinball LLC, 21-51515 (0320), In Re: deeproot Growth Runs Deep Fund, LLC, 21-51516 (8046), In Re: deeproot 575 Fund, LLC, 21-51517 (9404), In Re: deeproot 3 Year Bonus Income Debenture Fund, LLC, 21-51518 (7731), In Re: deeproot Bonus Growth 5 Year Debenture Fund, LLC, 21-51519 (9661), In Re: deeproot Tech LLC, 21-51520 (9043), In Re: deeproot Funds LLC, 21-51521 (9404), In Re: deeproot Studios LLC, 21-51522 (6283), and In Re: deeproot Capital Management, LLC, 21-51523 (2638), each an “**Estate**” and collectively, the “**Estates**”.

“Sale”) of a certain Promissory Note (the “Note”) free and clear of any and all liens, claims, rights, interests, and encumbrances in accordance with Section 363(f) of the Bankruptcy Code, with such liens, claims, rights, interests, and encumbrances to attach to the sale proceeds. The Sale Process is subject to, and all offers must be in accordance with, the sale procedures approved by the Bankruptcy Court, which are attached hereto as **Exhibit A** (the “Sale Procedures”).

On September 14, 2022, the Bankruptcy Court entered its Order Approving *Trustee’s Motion to Approve (A) Sale of Property, and (B) the Form of Notice for the Sale of Property of the Estate of deeproot Funds, LLC* [Docket No. 159] (the “Sales Procedures Order”) in which the Bankruptcy Court, among other things, (a) approved the Sales Procedures, (b) approved the form and manner of notice of the Sale Procedures, (c) set an Objection Deadline to the Sale, and (d) established the date for the sale hearing.

Any party wishing to participate as a qualified bidder should submit (a) a bid for the Note (“Bid”), (b) a purchase agreement (“Purchase Agreement”), signed by an authorized representative of such bidder, (c) evidence of the bidder’s financial ability to close the transaction, to J. Patrick Lowe, Trustee, 2402 E. Main, Uvalde, Texas 78801; email pat.lowe.law@gmail.com, and (d) a deposit in the amount of One Hundred Thousand and no/100 Dollars (\$100,000.00) (“Deposit”) with Trustee’s counsel, Randall A. Pulman, at Pulman, Cappuccio & Pullen, LLP, 2161 NW Military Highway, Suite 400, San Antonio, Texas 78213; Phone No. (210) 222-9494, Fax No. (210) 892-1610; email rpulman@pulmanlaw.com by no later than October 7, 2022 (the “Bid Deadline”). Any such Bid submitted by the Bid Deadline shall be in the amount of at least One Million Fifty Thousand and no/100 Dollars (\$1,050,000.00) to be a qualified bid (“Qualified Bid”) and to allow the bidder to become a Qualified Bidder (“Qualified Bidder”). The deposited funds will be held by Pulman, Cappuccio & Pullen, LLP in its trust account until after the closing of the sale. The Deposit of all Qualified Bidders (except for the highest bidder (the “Successful Bidder”)) will be returned, without interest, to each Qualified Bidder as soon as reasonably practicable but in any event within seven (7) business days after the closing of the Sale.

In the event Trustee receives at least one Qualified Bid by the Bid Deadline and such bid is better than CCW’s offer as may be determined solely by the Trustee in exercising his best business judgment and discretion, a public outcry auction shall be conducted at the hearing on the Sale Hearing. Only CCW and any Qualified Bidder(s) shall be eligible to bid at the auction. At the conclusion of the auction, the Court shall select the Successful Bidder.

In the event Trustee receives at least one Qualified Bid, counsel for Trustee will file a notice with the Court (the “Bid Notice”) by no later than noon on October 10, 2022. **The Court shall hold a hearing to approve the sale of the Note on October 13, 2022, at 1:30 p.m. (the “Sale Hearing”), where Trustee will seek approval of the sale of the Note to the Successful Bidder.**

The Sale Hearing will be held at Hipolito F. Garcia Federal Building and United States Courthouse, Courtroom No. 1, Third Floor, 615 E. Houston St., San Antonio, Texas 78205.

Objections, if any, to the consummation of the Sale, shall be filed with the Bankruptcy Court by no later **October 7, 2022** (the “**Objection Deadline**”). Any person failing to timely file an objection to the Sale prior to the deadlines set forth in the Sale Procedures Order shall be forever barred from objecting to the Sale, including the transferring of the Note free and clear of any and all liens, claims and other interests, and will be deemed to consent to the Sale.

Respectfully submitted,

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www.pulmanlaw.com
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(210) 892-1610 Facsimile

By: /s/Randall A. Pulman
Randall A. Pulman
Texas State Bar No. 16393250
rpulman@pulmanlaw.com

**ATTORNEYS FOR JOHN PATRICK LOWE,
CHAPTER 7 TRUSTEE**

EXHIBIT A TO NOTICE OF SALE:

APPROVED SALE PROCEDURES

SALE PROCEDURES

On December 9, 2021 (the “**Petition Date**”), deeproot Funds, LLC, one of eleven jointly administered debtors (“**Debtor**”), and the holder and payee of the Note (defined below), filed a voluntary petition under Chapter 7 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “**Bankruptcy Code**”).

On December 21, 2021, J. Patrick Lowe, was appointed chapter 7 Trustee (“**Trustee**”) for the estate of *In re deeproot Funds, LLC*, Case No. 21-51521, in the United States Bankruptcy Court of the Western District of Texas, San Antonio, Division, which case is being Jointly Administered under *In re deeproot Capital Management, LLC, et al.*, Case No. 21-51523, in the United States Bankruptcy Court of the Western District of Texas, San Antonio, Division.

These Sale Procedures have been approved and authorized pursuant to the *Trustee’s Motion to Approve (A) Sale Procedures, and (B) the Form of Notice for the Sale of Property of the Estate of deeproot Funds, LLC* (the “**Sale Motion**”) and the *Order Approving Trustee’s Motion to Approve (A) Sale Procedures, and (B) the Form of Notice for the Sale of Property of the Estate of deeproot Funds, LLC* (the “**Sale Procedures Order**”), entered by the United States Bankruptcy Court for the Western District of Texas, San Antonio Division.

A. Assets to be Sold

Generally, the assets to be sold include the conveyance free and clear of all liens, claims, encumbrances, and interests in a certain promissory note, as described in the Sale Motion, a copy of the Note is attached hereto as Exhibit A (the “**Note**”).

Any interested purchaser who notifies the Trustee of their desire to submit a bid for the purchase of the Note will, upon request to the Trustee, be provided copies of relevant financial information and due diligence materials (the “**Due Diligence**”), provided such interested purchaser first executes a confidentiality (the “**Confidentiality Agreement**”). Any party wishing to receive a Confidentiality Agreement should make such request via email with the subject line to read “CONFIDENTIALTY AGREEMENT” and send it to MaryAnn Villa at mvilla@pulmanlaw.com

B. Submission of Initial Qualifying Bids by Potential Purchasers

Any party wishing to participate as a qualified bidder should submit (a) a bid for the Note (“**Bid**”), (b) a purchase agreement (“**Purchase Agreement**”), signed by an authorized representative of such bidder, (c) evidence of the bidder’s financial ability to close the transaction, to J. Patrick Lowe, Trustee, 2402 E. Main, Uvalde, Texas 78801; email pat.lowe.law@gmail.com, and (d) an earnest money deposit in the amount of One Hundred Thousand and no/100 Dollars (\$100,000.00) (“**Deposit**”) with Trustee’s counsel, Randall A. Pulman, at Pulman, Cappuccio & Pullen, LLP, 2161 NW Military Highway, Suite 400, San Antonio, Texas 78213; Phone No. (210) 222-9494, Fax No. (210) 892-1610; email rpulman@pulmanlaw.com by no later than October 7, 2022 (the “**Bid Deadline**”).

Any such Bid submitted by the Bid Deadline shall be in the amount of at least One Million, Fifty Thousand and no/100 Dollars (\$1,050,000.00) to be a qualified bid (“**Qualified Bid**”) and to allow the bidder to become a Qualified Bidder (“**Qualified Bidder**”). The deposited funds will be

held by Pulman, Cappuccio & Pullen, LLP in its trust account until after the closing of the sale. The Deposits of all Qualified Bidders (except for the highest bidder (the “**Successful Bidder**”)) will be returned, without interest, to each Qualified Bidder as soon as reasonably practicable but in any event within seven (7) business days after the closing of the Sale

D. The Selection of the Successful Bid

In the event Trustee receives at least one Qualified Bid by the Bid Deadline, and such bid is better than CCW’s offer as may be determined solely by the Trustee in exercising his best business judgment and discretion, a public outcry auction shall be conducted at the hearing on the Sale Hearing. Only CCW and any Qualified Bidder(s) shall be eligible to bid at the auction. At the conclusion of the auction, the Court shall select the Successful Bidder.

E. Objections to Sale

Any objection(s) filed to the sale of the Note (i) shall be set forth in writing and shall specify with particularity the grounds for such objections or other statements of position; (ii) shall be filed with the Court no later October 7, 2022 (the “**Objection Deadline**”). Any person failing to timely file an objection to the Sale prior to the Objection Deadline shall be forever barred from objecting to the sale of the Note, including the transferring of the Note free and clear of any and all liens, claims and other interests, and will be deemed to consent to the sale of the Note.

F. Court Approval

The Court will hold a hearing to approve the sale of the Note to the Successful Bidder on October 13, 2022, at 1:30 p.m. in Courtroom #1, 3rd Floor, 615 E. Houston Street, San Antonio, Texas (the “**Sale Hearing**”), where Trustee will seek approval of the sale of the Note to the Successful Bidder.

At the Sale Hearing, Trustee will seek entry of an order approving the sale of the Note to the Successful Bidder pursuant to 11 U.S.C. §363(f) and free and clear of all liens, claims, encumbrances, and interests. The Sale Hearing may be adjourned or rescheduled as ordered by the Bankruptcy Court or by Trustee with the approval of the Successful Bidder and without further notice to creditors and parties in interest other than by announcement by Trustee of the adjourned date at the Sale Hearing.

Trustee’s presentation to the Bankruptcy Court for approval of a Successful Bid does not constitute Trustee’s acceptance of the Bid. Trustee will be deemed to have accepted a Bid only when the Bid has been approved by Order of the Bankruptcy Court.

G. Closing

The closing of the sale of the Note to the Successful Bidder shall occur no later than seven (7) days following the Court filing an order approving the sale of the Note to the Successful Bidder (the “**Closing Deadline**”). The Closing Deadline may be modified upon an agreement between Trustee and the Successful Bidder; provided, however, that this requirement may be waived upon an agreement between Trustee and the Successful Bidder.

H. Failure to Consummate Purchase

If any Successful Bidder fails to consummate the purchase of the Note, and such failure to consummate the purchase is the result of a breach by such Successful Bidder, an amount equal to twenty percent (25%) of the Deposit of such Successful Bidder shall be forfeited to the Estate.

I. Back-Up Bidders

If any Successful Bidder fails to consummate a sale because of a breach or failure to perform on the part of such Successful Bidder, the Qualified Bidder that had submitted the next highest or otherwise best Qualified Bid (if any), (the “**Back-Up Bidder(s)**”) will be deemed to be the Successful Bidder for the Note and Trustee will be authorized to consummate the sale of the Note to such Back-Up Bidder without further order of the Bankruptcy Court and such Qualified Bid shall thereupon be deemed the Successful Bid. If any Qualified Bidder fails to consummate the sale because of a breach or failure to perform on the part of such Qualified Bidder or for any reason within ten days after being deemed the Back-Up Bidder pursuant to this section of the Sale Procedures, the process described above may continue as determined by Trustee until a Qualified Bidder shall consummate the sale.

J. Return of Deposit

The Deposits of all Qualified Bidders, who are not the Successful Bidder, will be returned, without interest, to each such Qualified Bidder as soon as reasonably practicable but in any event within seven (7) business days after the closing of the sale of the Note.

K. Reservation of Rights

1. Determination of Successful Bid. Trustee reserves the right to: (a) determine whether any bid is a Qualified Bid, and (b) reject, at any time prior to the entry of the Sale Order, any Bid that the Trustee in its discretion determines to be inadequate, insufficient, not in conformity with the Sales Procedures or the Bankruptcy Code, or contrary to the best interest of the Trustee and its Estate.

2. Modification of Bidding Procedures. Trustee may modify the Sale Procedures, without the need for any further order of the Bankruptcy Court, including, without limitation (a) extending the deadlines set forth in these Sale Procedures, and (b) adjourning the Sale Hearing; provided, however, that the Trustee may not (i) change the amount required for a Bid to qualify as a Qualified Bid, or (ii) change the requirements for a bidder to become a Qualified Bidder.

3. Nothing contained in these Sale Procedures, or the court’s order, shall limit, restrict, alter, modify, waive or otherwise impair Trustee’s reasonable business judgment in relation to the sale process contemplated by these Sale Procedures.

L. As Is, Where As Sale

The sale of the Note shall be on an “**as is, where as**” basis and without representations or warranties of any kind, nature, or description by the Trustee, the Estate, or its agents and

representatives. Except as otherwise expressly provided in these Sale Procedures, by submitting a Bid, each bidder shall be deemed to acknowledge and represent that it (i) has had an opportunity to conduct any and all reasonable due diligence regarding the Note prior to making its bid, (ii) has relied solely upon its own independent review, investigation and/or inspection of any and all documents and/or the Note in making its bid, and (iii) did not rely on any written or oral statements, representations, promises, warranties or guaranties whatsoever, whether express, implied, by operation of law or otherwise, regarding the Note, or the completeness of any information provided in connection therewith.

M. Trustee's 's Counsel

Any questions regarding these Sales Procedures should be addressed to Trustee's Counsel whose contact information is:

Randall A. Pulman
rpulman@pulmanlaw.com
W. Drew Mallender
dmallender@pulmanlaw.com
PULMAN, CAPPuccio & PULLEN, LLP
2161 NW Military Highway, Suite 400
San Antonio, Texas 78213
www.pulmanlaw.com
(210) 222-9494 Telephone
(210) 892-1610 Facsimile

Exhibit A

To Sale Procedures

Note

FINAL EXECUTION COPY

PROMISSORY NOTE

Effective Date: November 20, 2018

Maker: CCW Braun Heights, LLC, a Texas limited liability company

Maker's Mailing Address: 22809 Citron Circle, San Antonio, TX 78260

Payee: deeproot Funds, LLC, a Texas limited liability company

Place for Payment: PO Box 691610, San Antonio, TX 78260-1610

Principal Amount: THREE MILLION THREE HUNDRED FIFTY THOUSAND DOLLARS AND NO CENTS (\$3,350,000.00), as adjusted by the First Amendment to Subscription Agreement of deeproot Funds, LLC. A list of the installments of loan proceeds is attached hereto as Exhibit A.

Maturity Date: Five (5) years from the date of the grand opening of the carwash facility (Opening date is defined in the First Amendment to Subscription Agreement of deeproot Funds, LLC).

Interest Rate on Unpaid Principal: Pursuant to the First Amendment to Subscription Agreement of deeproot Funds, LLC.

Annual Interest Rate on Matured, Unpaid Amounts: FIVE (5%) PERCENT SIMPLE INTEREST, NOT COMPOUNDED

Terms of Payment: All accrued interest on the Principal Amount and the Principal Amount shall be due and payable in a balloon amount on the Maturity Date, Pursuant to the First Amendment to Subscription Agreement of deeproot Funds, LLC.

Security for Payment: Deed of Trust dated on or about November 20, 2018, securing a second lien against certain real property located in Bexar County, Texas.

Maker promises to pay to the order of Payee, at the place for payment and according to the terms of payment, the principal amount plus interest at the rates and in the amounts stated above. Maker promises to pay interest on matured, unpaid amounts at the Annual Interest Rate on Matured, Unpaid Amounts.

If Maker defaults in the payment of this Promissory Note, and the default continues after Payee gives Maker ten (10) days prior written notice of the default, or if a default occurs pursuant to the terms of the Security Agreement referenced above, then Payee may declare the unpaid principal

FINAL EXECUTION COPY

balance and earned and accrued interest on this note immediately due and payable. Maker waives all demands for payment, presentations for payment, notices of intention to accelerate maturity, notices of acceleration of maturity, protests, and notices of protest, to the extent permitted by law.

If this Promissory Note is given to an attorney for collection or enforcement, or if suit is brought for collection or enforcement, or if it is collected or enforced through probate, bankruptcy, or other judicial proceeding, then Maker shall pay Payee all costs of collection and enforcement, including reasonable attorneys' fees and court costs, in addition to other amounts due.

Interest on the debt evidenced by this note shall not exceed the maximum amount of non-usurious interest that may be contracted for, taken, reserved, charged, or received under the laws of the State of Texas; any interest in excess of that maximum amount shall be credited on the principal of the debt or, if that has been paid, refunded. On any acceleration or required or permitted prepayment, any such excess shall be canceled automatically as of the acceleration or prepayment or, if already paid, credited on the principal of the debt or, if the principal of the debt has been paid, refunded. This provision overrides other provisions in this and all other instruments concerning the debt.

Maker may prepay the principal amount outstanding in whole or in part. Any partial prepayment shall be applied against the principal amount outstanding and shall not postpone the due date of any subsequent monthly installments or change the amounts of such installment, unless the Payee shall otherwise agree in writing. Additional principal payments may be made in any amount on any regular payment date. Maker may pay this note in full at any time without charge or penalty.

Maker is responsible for all obligations represented by this note.

When the context requires, singular nouns and pronouns include the plural.

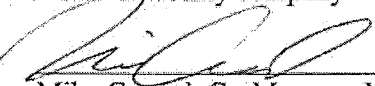
[Signature on next page.]

FINAL EXECUTION COPY

MAKER:

CCW Braun Heights, LLC,
a Texas limited liability company

BY:


Mike Conrad, Co-Manager Member

FINAL EXECUTION COPY

Exhibit A
Schedule of Funding Dates and Amounts

Funding Date	Amount
May 12, 2017	\$625,000.00
August 23, 2017	\$250,000.00
August 24, 2017	\$86,000.00
January 10, 2018	\$180,000.00
February 9, 2018	\$40,000.00
May 15, 2018	\$125,000.00
June 6, 2018	\$51,000.00
August 7, 2018	\$100,000.00
September 10, 2018	\$100,000.00
October 19, 2018	\$100,000.00
Subtotal:	\$2,057,000.00

EXHIBIT A

In Re: deeproot Capital Management, LLC / Jointly Administered 21-51523-MMP
LIMITED SERVICE LIST

John Patrick Lowe
2402 East Main Street
Uvalde, TX 78801

deeproot Capital Management, LLC, *et al.*
c/o Wick Phillips *et al.*
Attn: Catherine A. Curtis/Jason M. Rudd
3131 McKinney Ave, Suite 500
Dallas, TX 75204

United States Trustee - SA12
US Trustee's Office
615 E Houston, Suite 533
San Antonio, TX 78295-1539

Texas Workforce Commission
c/o Christopher S. Murphy
Texas Attorney General's Office
PO Box 12548
Austin, TX 78711

Robert Mueller
c/o Jay Hulings
Davis & Santos
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United States Attorney
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Centralized Insolvency Office
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Philadelphia, PA 19101-7346

United States Attorney General
Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

US Securities & Exchange Commission
Division of Enforcement
c/o George Bagnall
100 F. Street, NE
Washington DC, 20549

US Small Business Administration
Attn: Legal/Bkcy Div
10737 Gateway West, Suite 300
El Paso, TX 79935

U.S. Small Business Administration
Attn: Legal/Bkcy
200 W. Santa Ana Blvd, Ste 740
Santa Ana, CA 92701

Texas Comptroller of Public Accounts
Revenue Accounting Div - Bkcy Section
P.O. Box 13528 Capitol Station
Austin, TX 78711

Texas Workforce Commission
Regulatory Integrity Division
101 East 15th Street
Austin, TX 78778

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Draper 5, LLC
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Northern Industrial Mgmt LLC
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Albert DiCicco
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